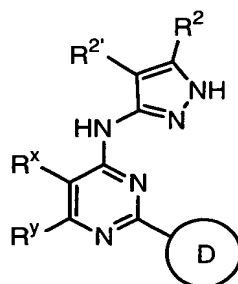


IN THE CLAIMS:

Please cancel claims 14-18 and 23-25, amend claims 1-10, and add new claims 26-28 as follows:

1. (Currently amended) A compound of formula IV:



IV

or a pharmaceutically acceptable salt derivative or prodrug thereof, wherein:

Ring D is a 5-7 membered monocyclic ring or 8-10 membered bicyclic ring selected from aryl, heteroaryl, heterocyclyl or carbocyclyl, said heteroaryl or heterocyclyl ring having 1-4 ring heteroatoms selected from nitrogen, oxygen or sulfur, wherein Ring D is independently substituted at any substitutable ring carbon by oxo or -R⁵, and at any substitutable ring nitrogen by -R⁴, provided that when Ring D is a six-membered aryl or heteroaryl ring, -R⁵ is hydrogen at each ortho carbon position of Ring D;

~~R^x and R^y are independently selected from T-R³, or R^x and R^y are taken together with their intervening atoms to form a fused, unsaturated or partially unsaturated, 5-8 membered ring having 1-3 ring heteroatoms selected from oxygen, sulfur, or nitrogen, wherein any substitutable carbon on said fused ring is optionally and independently substituted by T-R³, and any substitutable nitrogen on said ring is substituted by R⁴;~~

T is a valence bond or a C₁₋₄ alkylidene chain;

~~R² and R^{2'} are independently selected from -R, -T-W-R⁶, or R² and R^{2'} are taken together with their intervening atoms to form a fused, 5-8 membered, unsaturated or partially unsaturated, ring containing 0-3 ring heteroatoms selected from nitrogen, oxygen, or sulfur, wherein said fused ring is optionally substituted by up to three groups independently selected from halo, oxo, -CN, -NO₂, -R⁷, or -V-R⁶;~~

R³ is selected from -R, -halo, =O, -OR, -C(=O)R, -CO₂R, -COCOR, -COCH₂COR, -NO₂, -CN, -S(O)R, -S(O)₂R, -SR, -N(R⁴)₂, -CON(R⁴)₂, -SO₂N(R⁴)₂, -OC(=O)R, -N(R⁴)COR, -N(R⁴)CO₂(optionally substituted C₁₋₆ aliphatic), -N(R⁴)N(R⁴)₂,

-C=NN(R⁴)₂, -C=N-OR, -N(R⁴)CON(R⁴)₂, -N(R⁴)SO₂N(R⁴)₂, -N(R⁴)SO₂R, or -OC(=O)N(R⁴)₂;

each R is independently selected from hydrogen or an optionally substituted group selected from C₁₋₆ aliphatic, C₆₋₁₀ aryl, a heteroaryl ring having 5-10 ring atoms, or a heterocyclyl ring having 5-10 ring atoms;

each R⁴ is independently selected from -R⁷, -COR⁷, -CO₂(optionally substituted C₁₋₆ aliphatic), -CON(R⁷)₂, or -SO₂R⁷, or two R⁴ on the same nitrogen are taken together to form a 5-8 membered heterocyclyl or heteroaryl ring;

each R⁵ is independently selected from -R, halo, -OR, -C(=O)R, -CO₂R, -COCOR, -NO₂, -CN, -S(O)R, -SO₂R, -SR, -N(R⁴)₂, -CON(R⁴)₂, -SO₂N(R⁴)₂, -OC(=O)R, -N(R⁴)COR, -N(R⁴)CO₂(optionally substituted C₁₋₆ aliphatic), -N(R⁴)N(R⁴)₂, -C=NN(R⁴)₂, -C=N-OR, -N(R⁴)CON(R⁴)₂, -N(R⁴)SO₂N(R⁴)₂, -N(R⁴)SO₂R, or -OC(=O)N(R⁴)₂;

V is -O-, -S-, -SO-, -SO₂-, -N(R⁶)SO₂-, -SO₂N(R⁶)-, -N(R⁶)-, -CO-, -CO₂-, -N(R⁶)CO-, -N(R⁶)C(O)O-, -N(R⁶)CON(R⁶)-, -N(R⁶)SO₂N(R⁶)-, -N(R⁶)N(R⁶)-, -C(O)N(R⁶)-, -OC(O)N(R⁶)-, -C(R⁶)₂O-, -C(R⁶)₂S-, -C(R⁶)₂SO-, -C(R⁶)₂SO₂-, -C(R⁶)₂SO₂N(R⁶)-, -C(R⁶)₂N(R⁶)-, -C(R⁶)₂N(R⁶)C(O)-, -C(R⁶)₂N(R⁶)C(O)O-, -C(R⁶)=NN(R⁶)-, -C(R⁶)=N-O-, -C(R⁶)₂N(R⁶)N(R⁶)-, -C(R⁶)₂N(R⁶)SO₂N(R⁶)-, or -C(R⁶)₂N(R⁶)CON(R⁶)-;

W is -C(R⁶)₂O-, -C(R⁶)₂S-, -C(R⁶)₂SO-, -C(R⁶)₂SO₂-, -C(R⁶)₂SO₂N(R⁶)-, -C(R⁶)₂N(R⁶)-, -CO-, -CO₂-, -C(R⁶)OC(O)-, -C(R⁶)OC(O)N(R⁶)-, -C(R⁶)₂N(R⁶)CO-, -C(R⁶)₂N(R⁶)C(O)O-, -C(R⁶)=NN(R⁶)-, -C(R⁶)=N-O-, -C(R⁶)₂N(R⁶)N(R⁶)-, -C(R⁶)₂N(R⁶)SO₂N(R⁶)-, -C(R⁶)₂N(R⁶)CON(R⁶)-, or -CON(R⁶)-;

each R⁶ is independently selected from hydrogen or an optionally substituted C₁₋₄ aliphatic group, or two R⁶ groups on the same nitrogen atom are taken together with the nitrogen atom to form a 5-6 membered heterocyclyl or heteroaryl ring; and

each R⁷ is independently selected from hydrogen or an optionally substituted C₁₋₆ aliphatic group, or two R⁷ on the same nitrogen are taken together with the nitrogen to form a 5-8 membered heterocyclyl ring or heteroaryl.

2. (Currently amended) The compound according to claim 1, wherein said compound has one or more features selected from the group consisting of:

(a) Ring D is an optionally substituted ring selected from a phenyl, pyridinyl, piperidinyl, piperazinyl, pyrrolidinyl, thienyl, azepanyl, morpholinyl, 1,2,3,4-

- tetrahydroisoquinolinyl, 1,2,3,4-tetrahydroquinolinyl, 2,3-dihydro-1*H*-isoindolyl, 2,3-dihydro-1*H*-indolyl, isoquinolinyl, quinolinyl, or naphthyl ring;
- (b) ~~R^x is hydrogen or C₁₋₄ aliphatic and R^y is T-R³, or~~ R^x and R^y are taken together with their intervening atoms to form an optionally substituted 5-7 membered unsaturated or partially unsaturated ring having 1-2 ring heteroatoms; and
- (c) R^{2'} is hydrogen or methyl and R² is T-W-R⁶ or R, wherein W is -C(R⁶)₂O-, -C(R⁶)₂N(R⁶)-, -CO-, -CO₂-, -C(R⁶)OC(O)-, -C(R⁶)₂N(R⁶)CO-, -C(R⁶)₂N(R⁶)C(O)O-, or -CON(R⁶)-, and R is an optionally substituted group selected from C₁₋₆ aliphatic or phenyl, ~~or R² and R^{2'} are taken together with their intervening atoms to form a substituted or unsubstituted benzo, pyrido, pyrimido, or partially unsaturated 6-membered carbocyclic ring.~~

3. (Currently amended) The compound according to claim 2, wherein:

- (a) Ring D is an optionally substituted ring selected from a phenyl, pyridinyl, piperidinyl, piperazinyl, pyrrolidinyl, thienyl, azepanyl, morpholinyl, 1,2,3,4-tetrahydroisoquinolinyl, 1,2,3,4-tetrahydroquinolinyl, 2,3-dihydro-1*H*-isoindolyl, 2,3-dihydro-1*H*-indolyl, isoquinolinyl, quinolinyl, or naphthyl ring;
- (b) ~~R^x is hydrogen or C₁₋₄ aliphatic and R^y is T-R³, or~~ R^x and R^y are taken together with their intervening atoms to form an optionally substituted 5-7 membered unsaturated or partially unsaturated ring having 1-2 ring heteroatoms; and
- (c) R^{2'} is hydrogen or methyl and R² is T-W-R⁶ or R, wherein W is -C(R⁶)₂O-, -C(R⁶)₂N(R⁶)-, -CO-, -CO₂-, -C(R⁶)OC(O)-, -C(R⁶)₂N(R⁶)CO-, -C(R⁶)₂N(R⁶)C(O)O-, or -CON(R⁶)-, and R is an optionally substituted group selected from C₁₋₆ aliphatic or phenyl, ~~or R² and R^{2'} are taken together with their intervening atoms to form a substituted or unsubstituted benzo, pyrido, pyrimido, or partially unsaturated 6-membered carbocyclic ring.~~

4. (Currently amended) The compound according to claim 2, wherein said compound has one or more features selected from the group consisting of:

- (a) Ring D is an optionally substituted ring selected from phenyl, pyridinyl, piperidinyl, piperazinyl, pyrrolidinyl, morpholinyl, 1,2,3,4-tetrahydroisoquinolinyl, 1,2,3,4-tetrahydroquinolinyl, 2,3-dihydro-1*H*-isoindolyl, 2,3-dihydro-1*H*-indolyl, isoquinolinyl, quinolinyl, or naphthyl;

- (b) ~~R^{*} is hydrogen or methyl and R^y is -R, N(R⁴)₂, or -OR, or~~ R^x and R^y are taken together with their intervening atoms to form a 5-7 membered unsaturated or partially unsaturated ring having 1-2 ring nitrogens, wherein said ring is optionally substituted with -R, halo, oxo, -OR, -C(=O)R, -CO₂R, -COCOR, -NO₂, -CN, -S(O)R, -SO₂R, -SR, -N(R⁴)₂, -CON(R⁴)₂, -SO₂N(R⁴)₂, -OC(=O)R, -N(R⁴)COR, -N(R⁴)CO₂(optionally substituted C₁₋₆ aliphatic), -N(R⁴)N(R⁴)₂, -C=NN(R⁴)₂, -C=N-OR, -N(R⁴)CON(R⁴)₂, -N(R⁴)SO₂N(R⁴)₂, -N(R⁴)SO₂R, or -OC(=O)N(R⁴)₂; and
- (c) each R⁵ is independently selected from halo, oxo, CN, NO₂, -N(R⁴)₂, -CO₂R, -CONH(R⁴), -N(R⁴)COR, -SO₂N(R⁴)₂, -N(R⁴)SO₂R, -SR, -OR, -C(O)R, or a substituted or unsubstituted group selected from 5-6 membered heterocyclyl, C₆₋₁₀ aryl, or C₁₋₆ aliphatic.

5. (Currently amended) The compound according to claim 4, wherein:

- (a) Ring D is an optionally substituted ring selected from phenyl, pyridinyl, piperidinyl, piperazinyl, pyrrolidinyl, morpholinyl, 1,2,3,4-tetrahydroisoquinolinyl, 1,2,3,4-tetrahydroquinolinyl, 2,3-dihydro-1*H*-isoindolyl, 2,3-dihydro-1*H*-indolyl, isoquinolinyl, quinolinyl, or naphthyl;
- (b) ~~R^{*} is hydrogen or methyl and R^y is -R, N(R⁴)₂, or -OR, or~~ R^x and R^y are taken together with their intervening atoms to form a 5-7 membered unsaturated or partially unsaturated ring having 1-2 ring nitrogens, wherein said ring is optionally substituted with -R, halo, oxo, -OR, -C(=O)R, -CO₂R, -COCOR, -NO₂, -CN, -S(O)R, -SO₂R, -SR, -N(R⁴)₂, -CON(R⁴)₂, -SO₂N(R⁴)₂, -OC(=O)R, -N(R⁴)COR, -N(R⁴)CO₂(optionally substituted C₁₋₆ aliphatic), -N(R⁴)N(R⁴)₂, -C=NN(R⁴)₂, -C=N-OR, -N(R⁴)CON(R⁴)₂, -N(R⁴)SO₂N(R⁴)₂, -N(R⁴)SO₂R, or -OC(=O)N(R⁴)₂; and
- (c) each R⁵ is independently selected from halo, oxo, CN, NO₂, -N(R⁴)₂, -CO₂R, -CONH(R⁴), -N(R⁴)COR, -SO₂N(R⁴)₂, -N(R⁴)SO₂R, -SR, -OR, -C(O)R, or a substituted or unsubstituted group selected from 5-6 membered heterocyclyl, C₆₋₁₀ aryl, or C₁₋₆ aliphatic.

6. (Currently amended) The compound according to claim 4, wherein said compound has one or more features selected from the group consisting of:

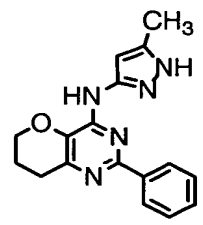
- (a) R^x and R^y are taken together with their intervening atoms to form a 6-membered unsaturated or partially unsaturated ring having 1-2 ring nitrogens, optionally substituted with halo, CN, oxo, C_{1-6} alkyl, C_{1-6} alkoxy, (C_{1-6} alkyl)carbonyl, (C_{1-6} alkyl)sulfonyl, mono- or dialkylamino, mono- or dialkylaminocarbonyl, mono- or dialkylaminocarbonyloxy, or 5-6 membered heteroaryl;
- (b) each R^5 is independently selected from -halo, -CN, -oxo, -SR, -OR, $-N(R^4)_2$, $-C(O)R$, or a substituted or unsubstituted group selected from 5-6 membered heterocyclyl, C_{6-10} aryl, and C_{1-6} aliphatic; and
- (c) ~~$R^{2'}$ is hydrogen and R^2 is $T-W-R^6$ or R , wherein W is $C(R^6)_2O$, $C(R^6)_2N(R^6)$, CO , CO_2 , $C(R^6)OC(O)$, $C(R^6)_2N(R^6)CO$, or $CON(R^6)$, and R is an optionally substituted group selected from C_{1-6} aliphatic or phenyl,~~
or R^2 and $R^{2'}$ are taken together with their intervening atoms to form a substituted or unsubstituted benzo, pyrido, or partially unsaturated 6-membered carbocyclo ring optionally substituted with -halo, oxo, $-N(R^4)_2$, $-C_{1-4}$ alkyl, $-C_{1-4}$ haloalkyl, $-NO_2$, $-O(C_{1-4} \text{ alkyl})$, $-CO_2(C_{1-4} \text{ alkyl})$, -CN, $-SO_2(C_{1-4} \text{ alkyl})$, $-SO_2NH_2$, $-OC(O)NH_2$, $-NH_2SO_2(C_{1-4} \text{ alkyl})$, $-NHC(O)(C_{1-4} \text{ alkyl})$, $-C(O)NH_2$, or $-CO(C_{1-4} \text{ alkyl})$, wherein the ($C_{1-4} \text{ alkyl}$) is a straight, branched, or cyclic alkyl group.

7. (Currently amended) The compound according to claim 6, wherein:

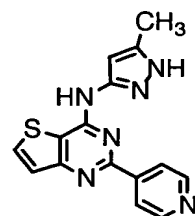
- (a) R^x and R^y are taken together with their intervening atoms to form a 6-membered unsaturated or partially unsaturated ring having 1-2 ring nitrogens, optionally substituted with halo, CN, oxo, C_{1-6} alkyl, C_{1-6} alkoxy, (C_{1-6} alkyl)carbonyl, (C_{1-6} alkyl)sulfonyl, mono- or dialkylamino, mono- or dialkylaminocarbonyl, mono- or dialkylaminocarbonyloxy, or 5-6 membered heteroaryl;
- (b) each R^5 is independently selected from -halo, -CN, -oxo, -SR, -OR, $-N(R^4)_2$, $-C(O)R$, or a substituted or unsubstituted group selected from 5-6 membered heterocyclyl, C_{6-10} aryl, and C_{1-6} aliphatic; and
- (c) ~~$R^{2'}$ is hydrogen and R^2 is $T-W-R^6$ or R , wherein W is $C(R^6)_2O$, $C(R^6)_2N(R^6)$, CO , CO_2 , $C(R^6)OC(O)$, $C(R^6)_2N(R^6)CO$, or $CON(R^6)$, and R is an optionally substituted group selected from C_{1-6} aliphatic or phenyl,~~
or R^2 and $R^{2'}$ are taken together with their intervening atoms to form a

substituted or unsubstituted benzo, pyrido, or partially unsaturated 6-membered carbocyclo ring optionally substituted with -halo, oxo, -N(R⁴)₂, -C₁₋₄ alkyl, -C₁₋₄ haloalkyl, -NO₂, -O(C₁₋₄ alkyl), -CO₂(C₁₋₄ alkyl), -CN, -SO₂(C₁₋₄ alkyl), -SO₂NH₂, -OC(O)NH₂, -NH₂SO₂(C₁₋₄ alkyl), -NHC(O)(C₁₋₄ alkyl), -C(O)NH₂, or -CO(C₁₋₄ alkyl), wherein the (C₁₋₄ alkyl) is a straight, branched, or cyclic alkyl group.

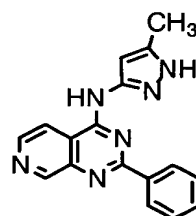
8. (Currently amended) The compound according to claim 7, wherein said compound is selected from the following Table 3 compounds:



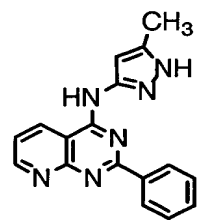
IV-18



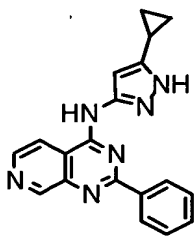
IV-29



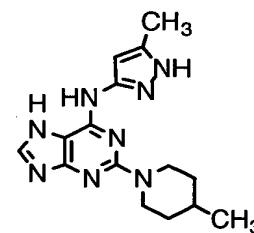
IV-30



IV-31



IV-32



IV-33.

9. (Currently amended) A composition comprising an effective amount of a compound according to any of claims 1-8 and a pharmaceutically acceptable carrier.

10. (Currently amended) The composition according to claim 9 further comprising a second therapeutic agent selected from an agent for treating diabetes, a chemotherapeutic agent or anti-proliferative agent, an anti-inflammatory agent, an immunomodulatory or immunosuppressive agent, a neurotrophic factor, an agent for treating cardiovascular disease, and agent for treating liver disease, an anti-viral agent, or an agent for treating a blood disorder.

11. (Original) A method of inhibiting GSK-3 or Aurora activity in a patient comprising the step of administering to a patient a therapeutically effective amount of the composition according to claim 9.
12. (Original) The method according to claim 11, wherein said method inhibits GSK3 activity in a patient.
13. (Original) A method of inhibiting GSK-3 or Aurora activity in a biological sample comprising contacting said biological sample with the compound according to claim 1.
14. (Currently canceled).
15. (Currently canceled).
16. (Currently canceled).
17. (Currently canceled).
18. (Currently canceled).
19. (Original) A method of enhancing glycogen synthesis in a patient in need thereof, which method comprises the step of administering to a patient a therapeutically effective amount of the composition according to claim 9.
20. (Original) A method of lowering blood levels of glucose in a patient in need thereof, which method comprises the step of administering to a patient a therapeutically effective amount of the composition according to claim 9.
21. (Original) A method of inhibiting the production of hyperphosphorylated Tau protein in a patient in need thereof, which method comprises the step of administering to a patient a therapeutically effective amount of the composition according to claim 9.

22. (Original) A method of inhibiting the phosphorylation of β -catenin in a patient in need thereof, which method comprises the step of administering to said patient a therapeutically effective amount of the composition according to claim 9.

23. (Currently canceled).

24. (Currently canceled).

25. (Currently canceled).

26. (New). A method of treating a disease in a patient, wherein said disease is selected from melanoma, lymphoma, neuroblastoma, leukemia, or a cancer selected from colon, breast, lung, kidney, ovary, pancreatic, renal, CNS, cervical, prostate, or cancer of the gastric tract said method comprising the step of administering to said patient a composition according to claim 9.

27. (New) A method of treating diabetes in a patient in need thereof, comprising the step of administering to said patient a therapeutically effective amount of the composition according to claim 9.

28. (New) A method of treating schizophrenia in a patient in need thereof, comprising the step of administering to said patient a therapeutically effective amount of the composition according to claim 9.